

# EXHIBIT 5



**JURISTIQ**  
World-Wide Legal Services  
Provider

Jurist IQ Corp  
530 Fifth Ave  
9<sup>th</sup> Floor  
New York, NY 10036

March 6, 2023

Chenming Holdings (Hong Kong) Limited  
No. 2199 Nongsheng East Street  
Shouguang City, Weifang  
Shandong, China 262700  
Tel: +86 0536 2153396  
[Cmkg123456@163.com](mailto:Cmkg123456@163.com)

*Sent Via Email only*

We are Open 24/7 at:  
+1 (888) 380-0088  
+1 (212) 656-1524 (Fax)

[www.JuristIQ.com](http://www.JuristIQ.com)

**RE: Due Diligence & File Closure**

Dear Chenming Holdings (Hong Kong) Limited,

We thank you for your time earlier today and appreciate your continued cooperation with the due diligence process. Per your request, we are prepared to immediately remit the funds to Astor Asset Management 2 Ltd ("Astor"); however, prior to doing so, we require both parties to execute this correspondence in lieu of the Tripartite Agreement. This correspondence shall serve as your acknowledgement and acceptance of the terms provided herein. While we acknowledge receipt of the previous Tripartite Agreement signed by Chenming Holdings (Hong Kong) Limited, we cannot accept your unilateral modifications, such as making us a party to Hong Kong law. We have nothing to do with Hong Kong and can't be a party to any dispute resolution in Hong Kong.

Therefore, in a show of good faith and as a mean to expedite the process, upon receipt of this executed correspondence, we shall consider the due diligence process completed, and will immediately remit the funds to Astor thus fully satisfying our obligations in this transaction.

With respect to the outstanding issues, we understand that the red stamp is akin to a corporate seal thus resolving the issue of the unsigned documents; no further action is necessary with respect to this issue. While it is our common practice to require documents to be Apostilled, as a gesture of good faith, we are willing to waive this requirement upon your execution of this correspondence. By signing this correspondence, you and Astor agree to jointly and severally indemnify, defend, and hold harmless Jurist IQ Corp (the "Escrow Agent"), its directors, officers, agents, shareholders, assignees, successors and employees against any and all claims, actions, causes of action, liabilities, lawsuits, demands, obligations, omissions, and damages, including without limitation, any and all court costs and reasonable attorney's fees, in any way related to or arising out of or in connection with the underlying transaction. The Escrow Agent shall not be liable for any act done or step taken or omitted by it,



or for any mistake of fact or law, or for anything which it may do or refrain from doing, except for its negligence or willful misconduct in the performance of any and all obligations imposed upon it by the underlying transaction. Under no circumstances shall the Escrow Agent use or advance its own funds or otherwise incur personal financial liability in the performance of any of its duties with the underlying transaction. The Escrow Agent will not undertake to verify, validate or confirm any act, any request of the parties, or their performance thereof. The Escrow Agent is acting in reliance of the documents submitted by the parties for due diligence purpose, and both parties represent that all documents submitted for the purposes of due diligence are accurate and true. The Escrow Agent's duties shall be limited to receiving the funds and subsequently remitting such to Astor. The parties acknowledge and agree that the Escrow Agent is not a party to the underlying transaction or any other agreement by and between the parties. No course of dealing, nor any failure to exercise, nor any delay in exercising any right, power, or privilege in the underlying transaction shall operate as a waiver thereof or otherwise prejudice the rights, power, or remedies of the parties. No fiduciary or equitable trust or trusteeship of any type, by implication or otherwise, exists nor will have arisen between the Escrow Agent, Chenming Holdings (Hong Kong) Limited, and Astor.

Therefore, upon our receipt of this executed correspondence, we will immediately remit the funds to Astor in accordance with your instructions, for further processing. Once we remit the funds to Astor, our role with respect to this transaction will be fully satisfied and concluded. We look forward to hearing from you.

Sincerely,

JURIST IQ CORP

Agreed and accepted this 6th day of March 2023:



Chenming Holdings (Hong Kong) Limited

Zheng Chunxing/Authorized signatory

Signatory Name/Title



Astor Asset Management 2 Limited



Nazar Lubinets Vice President

Signatory Name/Title